

# BYLAWS OF THE NATIONAL LAWYERS GUILD

Revised December 2011

	Page Number
SECTION 1 - DUES AND ASSESSMENTS	2
Section 1.1 No Dues for Jailhouse Lawyers	2
Section 1.2 Two Chapter Categories	2
Section 1.3 Dues Division with Chapters/Regions	3
Section 1.4 Division of Dues with National Office	3
Section 1.5 Dues Remitted to NO Quarterly	3
Section 1.6 Progressive Dues Schedules	3
Section 1.7 Dues Schedule	3
Section 1.8 Failure to Pay Dues	3
Section 1.9 Dues Escrow / Quarterly Payments to Chapters / Unclaimed Dues	3
Section 1.10 Petitions to Change Chapter Dues Status	3
Section 1.11 Transfers to 50% Dues Rebate Status	4
Section 1.12 Financial Crisis Petitions to NFC	4
Section 1.13 At-Large Member Dues Rebate to Regions	4
Section 1.14 Chapter Financial Reports	4
SECTION 2 - DISSOLUTION OF CHAPTERS	4
SECTION 3 - COMMITTEES, PROJECTS, AND TASK FORCES	4
Section 3.1 National Committees, Projects, and Task Forces	4
Section 3.2 Responsible to NLG	4
Section 3.3 Local Chapter to Advise on Local Issues	4
SECTION 4 - PROJECT, COMMITTEE, AND TASK FORCE ASSESSMENTS	5
Section 4.1 Annual Assessments	5
Section 4.2 Annual Reporting	5
Section 4.3 National Income-Producing Events	5
Section 4.4 Waivers	5
SECTION 5 - OFFICERS AND STAFF IDENTIFICATION	5
SECTION 6 - REGIONS AND REGIONAL VICE PRESIDENTS	5
Section 6.1 RVP Selection by Region	5
Section 6.2 Regions Determined by NEC	6
SECTION 7 - NATIONAL EXECUTIVE COMMITTEE	6
Section 7.1 Voting at NEC Meetings	6
Section 7.2 National Jailhouse Lawyer Vice President to be Informed	6
Section 7.3 National Jailhouse Lawyer Vice President NEC Participation	6
Section 7.4 Bonding	6

SECTION 8 - VOTING PROCEDURES	6
Section 8.1 Voting by Mail Ballot	6
Section 8.2 Mail or Electronic Ballots	7
Section 8.3 Mail or Electronic Ballot Voting Procedure	7
Section 8.4 Resolutions, Constitution and Bylaws Amendments	7
Section 8.5 Election of National Officers	8
Section 8.6 Convention Voting Procedures	8
 SECTION 9 - CONSTITUTIONAL REVISIONS	 9
 SECTION 10 - PERMANENT RESOLUTIONS COMMITTEE	 9
 SECTION 11 - NEC SUBCOMMITTEES	 9
Section 11.1 The National Finance Committee (NFC)	9
Section 11.2 Ad Hoc Subcommittees	9
 SECTION 12 – NATIONAL CONVENTION SITE SELECTION	 10

**SECTION 1 - DUES AND ASSESSMENTS**

**Section 1.1 No Dues for Jailhouse Lawyers** - There shall be no dues for jailhouse lawyer members, except that each jailhouse lawyer may be assessed an amount necessary to cover a subscription to Guild Notes.

**Section 1.2 Two Chapter Categories** - There shall be two categories of chapters: Staffed Chapters and Unstaffed Chapters. Chapters which have one or more staff members working in them who are members of any union representing employees of the National Lawyers Guild shall be designated Staffed Chapters. Chapters which have one or more staff members working in them, including work-study staff members, who are not eligible for membership in any union representing employees of the National Lawyers Guild may petition the National Executive Committee for designation as a Staffed Chapter as provided in these Bylaws. The National Executive Committee's decision on any such petitions shall be made in consultation with any union which represents National Lawyers Guild employees. The National Executive Committee shall not deny the Staffed Chapter designation in order to ensure receipt of the higher dues percentage which Unstaffed Chapters pay to the National Office. The National Executive Committee shall deny the Staffed Chapter designation to chapters which hire work-study staff:

- (a) on a temporary basis as defined by any collective bargaining agreement between the National Lawyers Guild and any union representing National Lawyers Guild employees; or
- (b) in order to avoid paying the higher dues percentage which Unstaffed Chapters pay to the National Office; or
- (c) for the purpose of avoiding the terms and conditions of any collective bargaining agreement between the National Lawyers Guild and any union representing National Lawyers Guild employees; or

(d) for another inappropriate purpose.

**Section 1.3 Dues Division with Chapters/Regions** - The National Office shall retain fifty percent (50%) of the annual dues collected from members of unstaffed chapters and staffed chapters that elect to have the National Office collect their annual dues. The balance shall be remitted to the appropriate chapter and region pursuant to any agreement for division of dues between chapters and regions, except that no law student dues shall be remitted.

**Section 1.4 Division of Dues with National Office:**

(a) Unstaffed Chapters that collect their own annual dues shall remit to the National Office forty percent (40%) of the dues collected.

(b) Staffed Chapters that collect their own annual dues shall remit to the National Office twenty-eight percent (28%) of the dues collected.

**Section 1.5 Dues Remitted to NO Quarterly** - Staffed and Unstaffed Chapters who collect their own dues from their members, shall remit the National Office's share of all dues collected to the National Office quarterly, along with a current mailing list of active chapter members; provided that no less than fifteen (15) days following the end of each quarter, all such chapters shall provide the National Office with a full accounting of the amount of dues they have collected in the quarter just ended, so that the National Office can compute the amount of dues owed by the chapter for the quarter just ended and bill the chapter accordingly.

**Section 1.6 Progressive Dues Schedules** - All Chapters, whether Staff or Unstaffed, shall, in the setting of their members' annual dues, employ a progressive dues schedule.

**Section 1.7 Dues Schedules.** Dues for at-large members (those not on the membership rolls of any Staffed or Unstaffed Chapter) and for member of chapters which elect not to collect their own members' dues, shall be set from time to time by the National Executive Committee of the Guild.

**Section 1.8 Failure to Pay Dues** - Failure to pay dues as herein provided shall result in loss of membership.

**Section 1.9 Dues Escrow / Quarterly Payments to Chapters / Unclaimed Dues** - All dues collected by the National Office shall be placed in an escrow account, separate from all other National Office accounts. Chapters shall receive quarterly reports on the chapter's membership dues payments. Chapter contacts shall be offered quarterly payment of the chapter portion of their members' dues received that quarter. Chapters offered their portion of their membership dues shall claim those dues by requesting payment from the National Office bookkeeper within 90 days of being offered. Dues unclaimed by a chapter contact within the time provided shall be considered a contribution to the National Office. Chapters shall keep the National Office advised of their designated chapter contact. If the National Office is not kept advised of the designated chapter contact, chapter quarterly membership dues payments shall be treated as are dues payments of at-large members.

**Section 1.10 Petitions to Change Chapter Dues Status** - Any chapter shall be able to change

the way in which its members' dues are collected from the manner provided under subparagraphs 3 or 4 above, by petition to the National Executive Committee (NEC), subject to the requirements for same established by the NEC. The decision as to whether a chapter meets the requirements established by the NEC shall be made by the Treasurer and the National Office Executive Director. A chapter may appeal that decision to the National Finance Committee (NFC) and, if not in agreement with the decision of the NFC, to the full NEC.

**Section 1.11 Transfers to 50% Dues Rebate Status** - Chapters which collect their own dues, but which fail to keep current on their quarterly dues payments, may be transferred to Section 1.3 status upon the recommendation of the National Treasurer and/or the NFC; provided that a six month grace period be observed before a chapter is moved from the Staffed to the Unstaffed category in order to permit the chapter to replace its departing staff. Any chapter so transferred may appeal that decision to the NFC and, if not in agreement with the decision of the NFC, to the full NEC.

**Section 1.12 Financial Crisis Petitions to NFC** - Staffed Chapters shall have the right to petition the NFC to request that it propose to the NEC a reduction in dues collected in the event of a financial crisis where staff may be laid off, in order to prevent the need to lay off staff.

**Section 1.13 At-Large Member Dues Rebate to Regions** - All members-at-large shall remain on the national dues system and the portion of their dues which would otherwise be remitted to the chapter will be remitted to the region to which the member belongs.

**Section 1.14 Chapter Financial Reports** - A financial report shall be published by January 31 of each year and submitted to the Treasurer.

## **SECTION 2 - DISSOLUTION OF CHAPTERS**

If a chartered chapter's membership falls below eight members in good standing for a period of one year or more, the National Convention may withdraw the charter in accordance with the provisions of this section. Upon petition of three quarters of the members in good standing of a chapter or upon the petition of the National Executive Committee made to the convention that the chapter no longer is able or its members do not desire to function as a chapter because the chapter lacks sufficient membership, the Convention may determine that less than eight members in good standing desire to maintain the existence and functioning of the chapter. All members of the chapter shall become members-at-large.

## **SECTION 3 - COMMITTEES, PROJECTS, AND TASK FORCES**

**Section 3.1 National Committees, Projects, and Task Forces** - may be established from time to time by the National Executive Committee, or National Convention.

**Section 3.2 Responsible to NLG** - National Committees, Projects and Task Forces shall be responsible in their work and publications to the national organization and specifically to the decision of the National Convention, and the National Executive Committee.

**Section 3.3 Local Chapter to Advise on Local Issues** - National Committees, Projects and Task Forces should not take positions on problems within local areas without soliciting the input of the local chapter.

## **SECTION 4 - PROJECT, COMMITTEE, AND TASK FORCE ASSESSMENTS**

**Section 4.1 Annual Assessments** - Each National Project, Committee, and Task Force with gross income in excess of \$5,000 annually shall be assessed and shall remit to the National Office an annual assessment to be negotiated and agreed upon between representatives of each Project, Committee, or Task Force and the national organization.

**Section 4.2 Annual Reporting** - Each National Project, Committee, and Task Force shall submit to the National Office a report detailing its income and expenses for the prior year and a budget for the next year by on or about January 15 each year.

**Section 4.3 National Income-Producing Events** - Notwithstanding the above, adjusted income or "profits" obtained by an NLG group from fund-raising events done in conjunction with the national organization, and for which the National Office has received or will receive a previously agreed upon portion of the proceeds, will not be included in the group's annual adjusted income in determining the assessment due to the national organization. Any amount an NLG group pays pursuant to this to section shall be credited toward the annual assessment owed to the national organization by that group.

**Section 4.4 Waivers** - Assessments may be waived in whole or in part by the National Finance Committee (NFC) for a good cause, after a written waiver application is made by the NLG group. Waiver applications shall be submitted to the NFC. Waivers may be granted either prospectively, for purposes of avoiding a cash flow problem, or retroactively, to avoid undue hardship. In deciding whether to grant assessment waivers, the following factors shall be considered:

- (a) Compliance with reporting and consultation requirements;
- (b) Current and/or future plans, activities, etc;
- (c) Sources and amounts of current and anticipated income;
- (d) Current and anticipated income;
- (e) Size and activities of membership of the group; and
- (f) Any other factors deemed relevant.

## **SECTION 5 - OFFICERS AND STAFF IDENTIFICATION**

Officers and staff may sign statements as individuals and identify their position within the organization if it is noted that the organization is listed for identification purposes only.

## **SECTION 6 - REGIONS AND REGIONAL VICE PRESIDENTS**

**Section 6.1 RVP Selection by Region** - Regional Vice Presidents shall be selected in a

democratic manner to be decided by each region. In the event of a dispute concerning the fairness or propriety of a selection procedure adopted by a region or sub-region, two chapters, or ten percent of the members within such region or sub-region may petition to the National Executive Committee to establish a procedure to resolve the dispute.

**Section 6.2 Regions Determined by NEC** - The number and boundaries of geographic regions shall be determined by the National Convention or National Executive Committee. Each region shall be represented by one Regional Vice President.

## **SECTION 7 - NATIONAL EXECUTIVE COMMITTEE**

**Section 7.1 Voting at NEC Meetings** - Each member of the National Executive Committee, composed of members as stated in Article 5.1 of the Constitution of the National Lawyers Guild, shall have one vote, except for national office staff, which shall have two.

**Section 7.2 National Jailhouse Lawyer Vice President to be Informed** - The National Executive Committee shall, to the extent practicable, keep the National Jailhouse Lawyer Vice President informed as to the issues before the organization and ensure his or her access to information necessary for the performance of his or her duties, and shall take appropriate steps to maintain the confidentiality of communication to and from the National Jailhouse Lawyer Vice President. Recognizing, however, that there is no guarantee that communications to and from incarcerated persons can be maintained as confidential, the National Executive Committee may, in its discretion, withhold sensitive information from communications to the National Jailhouse Lawyer Vice President or provide such information only in summary or other form.

**Section 7.3 National Jailhouse Lawyer Vice President NEC Participation** - The National Executive Committee shall, to the extent practicable, facilitate the National Jailhouse Lawyer Vice President's full participation in its decision-making process. Such arrangements may include, without limitation by enumeration, permitting the National Jailhouse Lawyer Vice President to vote in absentia or by mail ballot, circulating the National Jailhouse Lawyer Vice President's written comments prior to National Executive Committee discussion, or arranging participation by speakerphone or other telecommunications.

**Section 7.4 Bonding** - Before assuming their respective financial duties, officers of the National Lawyers Guild, employees of the National Office, and officers and employees of all non-incorporated chapters, committees and entities of the Guild with responsibility and authority to: sign checks, collect or disburse funds, buy, sell, lease, rent, or lend property, of the National Lawyers Guild, shall be bonded for the faithful discharge of their respective financial duties in such amounts as may be determined from time to time by the National Executive Committee or the executive board of the respective Guild chapter, committee or entity. Premiums for the bonds shall be paid by the National Lawyers Guild or the executive board of the respective Guild chapter, committee or entity.

## **SECTION 8 - VOTING PROCEDURES**

**Section 8.1 Voting by Mail Ballot** - Voting on controversial Convention resolutions, NLG Constitution and/or Bylaws amendments, and contested National Officer elections shall be by mail or secure electronic ballot.

**Section 8.2 Mail or Electronic Ballots** - Mail or electronic ballots shall include the text of controversial resolutions and/or amendments to the NLG Constitution and/or Bylaws approved by the Convention and submitted to the membership for ratification. Mail or electronic ballots shall also include the names of all candidates duly nominated for a contested national office with a written statement by or for each nominee.

**Section 8.3 Mail or Electronic Ballot Voting Procedure** - The following voting procedure for controversial resolutions, Constitution and Bylaws Amendments, and National Officers is established:

(a) Mail or electronic ballots shall be mailed or electronically posted within 30 days of the last day of the National Convention to current dues paid members at their last address, electronic mail address (email) on record at the National Office (NO), or posted on a secure section of the NLG website created for voting purposes by the NO.

(b) Ballots cast must be returned to the NO by First Class U.S. Mail postmarked not later than the 21st day after the date the ballots were mailed to the membership or when electronically posted to email or on the NLG website. The ballot shall prominently specify the date by which it must be postmarked returned or replied to the NO to be counted.

(c) The NO shall be responsible for vetting ballots to ensure they were cast by current dues paid members only.

(d) Ballots cast shall be counted at least twice in separate tabulations by different NO staff members. Discrepancies in the tabulations, if any, shall be resolved in a fair manner to be determined by the Executive Council (EC). The EC shall promptly announce to the membership how the discrepancy was resolved.

(e) The results of the final tabulations shall be promptly announced to the membership and published in Guild Notes.

**Section 8.4 Resolutions, Constitution and Bylaws Amendments** - NLG members in good standing who attend the National Convention shall vote at the Convention to approve or disapprove proposed resolutions (including those drafted or amended at the Convention) and amendments to the NLG Constitution and/or Bylaws properly before the Convention.

(a) Proposed resolutions must be submitted to the Convention Resolutions Committee in writing not less than sixty (60) days prior to the commencement of the National Convention and must contain a specific implementation clause. Whenever possible, resolutions proposed for consideration by the National Convention should be published to the entire membership before the Convention, preferably in the pre-Convention issue of Guild Notes.

(a-1) Emergency resolutions may be submitted after the sixty-day deadline, and up to twenty-four (24) hours prior to the voting plenary, as long as they are based on events that have taken place after the sixty day deadline. The twenty-four hour deadline may be waived in the event that

an emergency resolution is non-controversial as determined by the Resolutions Committee and confirmed by the actual vote. Emergency resolutions must comply with all resolution requirements not related to timeliness.

(a-2) Any proposed resolution which obligates any NLG member or entity (including chapter, committee, caucus, project, or staff) to implement the resolution must indicate on its face that the impacted parties were consulted and that: 1) the proponent has the express consent of all persons or entities to be so obligated, or 2) that the proponent attempted to obtain consent and was denied or 3) consultation was impracticable, with an explanation as to why it could not be completed or 4) the proponent informed the obligated persons or entities of the proposal and requested approval, but this request was neither expressly granted or denied, before it is presented to the membership for voting. If the proposed resolution is sponsored by all the entities to be impacted then it must so state on its face.

(a-3) Any proposed resolution, bylaw amendment, or constitutional amendment which would directly impact the governance structure, duties, or rights of any NLG entity (including any chapter, committee, caucus, project, or office) must in contain in its proposal an indication that the impacted parties were consulted and that the proponent attempted to obtain the express consent of the entity or entities to be so impacted. The proposal shall include a statement on the face of the proposed resolution or proposal for the amendment that 1) the proponent has obtained the express consent of the entities directly impacted, or 2) that the proponent attempted to obtain consent and was denied or 3) consultation was impracticable, with an explanation as to why it could not be completed or 4) the proponent informed the obligated persons or entities of the proposal and requested approval, but this request was neither expressly granted or denied, before presentation to the membership. If the proposed resolution or amendment is sponsored by the entities to be impacted, it must so state expressly in the proposal.

(b) Proposed amendments to the NLG Constitution and/or Bylaws must be timely submitted and published in accordance with the provisions for amending the Constitution and/or Bylaws.

(c) A resolution shall be deemed controversial if it fails to pass on the Convention floor by at least a two-thirds majority of those present and voting. Controversial resolutions and amendments to the NLG Constitution and/or Bylaws approved by a majority vote of those present and voting at the Convention shall be submitted to the membership for ratification by mail ballot as provided herein. Controversial resolutions and amendments to the NLG Constitution and/or by laws must be ratified by a majority vote of ballots counted in accordance with the mail ballot voting procedure provided herein.

**Section 8.5 Election of National Officers** - National Officers, including the President, Treasurer, Executive and National Vice Presidents, shall be elected by majority vote as follows:

(a) Candidates for the National Offices specified in this section shall be nominated for office by no later than the National Convention plenary designated for nominations. Candidates shall have the opportunity to publish candidate statements in the pre-Convention issue of Guild Notes. Candidates nominated at the Convention plenary designated for nominations shall be afforded 24 hours from the conclusion of that plenary to submit a written candidate statement to the NO for publication to the membership. Publication shall consist of posting all candidate statements on



the NLG website and mailing or posting all candidate statements with mail or electronic ballots as specified herein.

(b) In the event of uncontested election(s) for any of the National Offices specified in this section, the nominee(s) for those uncontested offices shall be elected by acclamation at the National Convention plenary designated for voting and elections.

(c) In the event of contested election(s) for any of the National Offices specified in this section, election shall be by simple majority of ballots counted in accordance with the mail or electronic ballot voting procedure provided herein.

(d) In the event that there are more than two nominees for any of the National Offices specified in this section, the ballot shall be designed to provide for instant run-off elections to eliminate candidates until only two are left for election by simple majority of ballots counted in accordance with the mail or electronic ballot voting procedure provided herein.

**Section 8.6 Convention Voting Procedures** - The following Convention voting procedure is established:

(a) Except as may be otherwise provided in the NLG Constitution or Bylaws, voting procedures for questions other than controversial resolutions, amendments to the NLG Constitution and/or Bylaws, or contested election of National Officers specified herein, shall be by simple majority vote of members in good standing present and voting at the National Convention.

(b) Voting on controversial resolutions at the Convention shall be by written ballot specifying the resolution. After such ballots as are cast at the Convention have been counted and the preliminary results announced to the Convention, the NO shall preserve the ballots cast at the Convention and add them to any mail or electronic ballots returned for counting in accordance with the mail or electronic ballot voting procedure established herein. The final results shall be promptly announced after all ballots cast have been counted.

(c) Contested elections of National Officers shall be by written ballot designed as previously specified herein. The NO shall collect and preserve such written ballots cast at the Convention and add them to any mail or electronic ballots returned for counting in accordance with the mail or electronic ballot voting procedure established herein. Only final contested election results after all ballots properly cast have been counted by the NO shall be promptly announced.

## **SECTION 9 - CONSTITUTIONAL REVISIONS**

The National Executive Committee is authorized to consider and recommend to the membership at a National meeting, further revisions of the Constitution and the By-Laws. The National Executive Committee may delegate this function to a Constitutional Revisions Committee which will perform overview functions. Any Guild member or Chapter who wishes to offer Constitutional revisions is encouraged to direct proposed changes to the National Executive Committee. All proposed revisions must be presented to the membership at least sixty (60) days before a national meeting.

## **SECTION 10 - RESOLUTIONS COMMITTEE**

A Resolutions Committee is established whose purposes include: drafting or encouraging the drafting of resolutions which are presented at national meetings; functioning as a subcommittee of the Podium Committee at national meetings; reviewing all resolutions which are presented to that meeting. The Committee may also work with the National Executive Committee if resolutions are presented to that body. The members of the Resolutions Committee shall be selected by the National Executive Committee. All members of this Committee shall serve for a term from the convention at which they are selected until the next convention.

## **SECTION 11 - NEC SUBCOMMITTEES**

**Section 11.1 The National Finance Committee (NFC)** - shall be a standing subcommittee of the National Executive Committee. It shall be chaired by the NLG Treasurer and composed of the NLG President, NLG Executive Director, National Lawyers Guild Foundation (NLGF) President, as standing members, and up to five other members appointed by the NFC standing members and confirmed by the NEC to staggered two year terms of office. The NFC shall review budgets presented by the NLG Treasurer and make recommendations as to whether the budgets as presented or after modification by the NFC should be adopted by the NEC. The NFC in cooperation with the NEC shall be responsible for developing and promoting fund raising efforts to finance the national organization. The NFC shall have such other authority as may be provided elsewhere in the NLG Constitution or Bylaws or by delegation of the NEC in accordance with the provisions of the NLG Constitution and Bylaws.

**Section 11.2 Ad Hoc Subcommittees** - The NEC shall have authority to appoint ad hoc subcommittees as it may deem necessary or advisable from time to time to efficiently and effectively perform the functions of the NEC in accordance with the provisions of the NLG Constitution and Bylaws.

## **SECTION 12 - NATIONAL CONVENTION SITE SELECTION**

### **Section 12.1 Site selection for the National Convention: NEC power**

The National Executive Committee ["NEC"] shall select sites to hold the National Convention. The NEC may choose to delegate this power to the Executive Council of the NEC ["EC"] but such delegated power shall be subject to all Constitutional and Bylaw provisions. This paragraph shall take effect immediately.